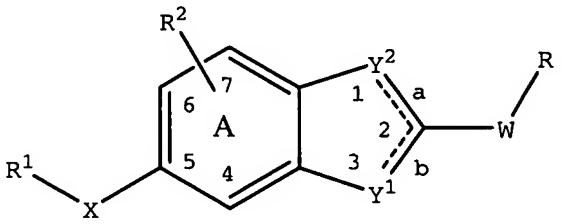
AMENDMENTS

Applicants request entry of the below amendments in order to place the claims in better form for appeal.

This listing of claims replaces all previous listings:

1. (Currently amended) A compound of Formula I



I

wherein W ~~and X are~~ is ~~independently selected from O, $S(O)_n$ and~~ NR^4;

X is O;

wherein Y^1 is N, Y^2 is O, dashed line "a" is absent and dashed line "b" indicates a bond;

wherein ring A is phenyl;

wherein R is selected from

a) substituted or unsubstituted 6-10 membered aryl, or

~~b) substituted or unsubstituted 5-6 membered heterocyclyl,~~

~~c) substituted or unsubstituted 9-14 membered fused heterocyclyl,~~

~~d)~~ b) substituted or unsubstituted cycloalkyl~~, and~~

~~e) substituted or unsubstituted cycloalkenyl,~~

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, oxo, $-OC(O)R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, and lower alkyl substituted with R^5;

wherein R^1 is ~~selected from~~

~~a) substituted or unsubstituted 6-10 membered aryl,~~

~~b) substituted or unsubstituted 4-6 membered heterocyclyl,~~

~~c)~~ substituted or unsubstituted ~~9-14 membered fused heterocyclyl~~ quinolinyl,

~~d) substituted or unsubstituted arylalkyl, and~~

~~e) substituted or unsubstituted heterocyclylalkyl,~~

~~where substituted R^1 is substituted with one or more substituents selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, alkylaminoalkoxyalkoxy, nitro, cyano, oxo, lower alkyl substituted with R^5,~~

wherein R^2 is ~~one or more substituents independently selected from~~ H, halo, ~~$-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$,~~ optionally substituted cycloalkyl, ~~optionally substituted 4-6 membered heterocyclyl,~~ optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^5, lower alkenyl substituted with R^5, and lower alkynyl substituted with R^5;

wherein R^3 is independently selected from H, lower alkyl, lower aminoalkyl, lower alkylaminoalkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, and lower haloalkyl;

wherein R^4 is independently selected from H, and lower alkyl; and

wherein R^5 is one or more substituents independently selected from H, halo, ~~$-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$,~~ optionally substituted cycloalkyl, ~~optionally substituted 4-6 membered heterocyclyl,~~ optionally substituted phenyl, cyano, alkylaminoalkoxy, ~~alkylaminoalkoxyalkoxy,~~ and nitro~~, lower alkyl, lower alkenyl and lower alkynyl~~;

and enantiomers, diastereomers, pharmaceutically acceptable salts and solvates thereof;

~~provided R^1 is not benzyl when X is O, W is NH, Y^2 is O, Y^1 is N and R is 4-(diethylaminoethoxy)phenyl.~~

2. (Canceled)

3. (Canceled)

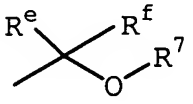
4. (Canceled)

5. (Canceled)

6. (Canceled)

7. (Canceled)

8. (Currently Amended) Compound of Claim 1 wherein R is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, ~~substituted or unsubstituted 5-6 membered heteroaryl,~~ and C_{3-6}-cycloalkyl, ~~and substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl;~~ wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, oxo, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^3)$, $-(C_1-C_4$ alkylenyl$)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, amino-C_1-C_6-alkyl, C_1-C_6-alkylamino-C_1-C_6-alkyl, C_1-C_6-alkylamino-C_1-C_6-alkoxy, C_1-C_6-alkylamino-C_1-C_6-alkoxy-C_1-C_6-alkoxy, optionally substituted 5-6 membered heterocyclylcarbonylalkyl, C_{1-4}-alkoxycarbonylamino-C_{1-6}-alkyl,

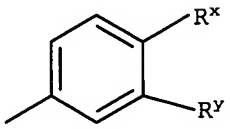


, optionally substituted C_{4-6}-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-6}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_6-alkylenyl, 5-6 membered heterocyclyl-C_2-C_6-alkenylenyl, C_{1-4}-alkyl, cyano, C_{1-4}-hydroxyalkyl, nitro and C_{1-4}-haloalkyl; wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl-C_{1-3}-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl.

9. (Currently Amended) Compound of Claim 1 wherein R is a substituted or unsubstituted ring selected from phenyl, indanyl, tetrahydronaphthyl, naphthyl, and cyclohexyl, ~~indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1-oxo-1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1,1-dioxo-benzo[d]isothiazolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, 2,3-dihydro-benzofuryl, benzodioxolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, 1,2,3,4-tetrahydro-isoquinolyl, tetrahydroquinolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl;~~ wherein substituted R is substituted with 1-3 substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, methylpiperazinylmethyl, isopropyl-piperazinylmethyl, methylpiperazinylpropyl, morpholinylpropyl, methylpiperidinylmethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylethyl, piperidinylmethyl, piperidinylpropyl, 1-methylpyrrolidinylmethyl, pyrrolidinylpropyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, hydroxybutyl, difluoromethoxy, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminopropyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, piperdin-4-yloxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazinylethoxy, 4-isopropylpiperazinylethoxy, piperdin-4-methoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 1-methylpyrrolidin-3-

ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, isopropoxy, methoxy and ethoxy.

10. (Original) Compound of Claim 1 wherein R is



wherein R^x is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and wherein R^y is selected from 4-methylpiperazinylsulfonyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazinylethoxy, 4-isopropylpiperazinylmethoxy, piperdin-4-methoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-(N,N-dimethylamino)acetylamino and 2-(N,N-dimethylamino)ethylamino.

11. (Canceled)

12. (Original) Compound of Claim 1 wherein R^1 is a substituted or unsubstituted ~~ring selected from pyrazolyl, triazolyl, pyridyl, pyrimidinyl, triazinyl, pyridazinyl, substituted phenyl, indazolyl, indolyl, isoindolyl,~~ quinolinyl ring~~, isoquinolinyl, benzotriazolyl, benzo[1,3]dioxolyl, , pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-~~

~~pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinolyl, naphthyridinyl and quinazolinyl,~~ wherein substituted R^1 is substituted with one or more substituents independently selected from halo, hydroxy, C_{1-3}-alkyl, C_{1-2}-alkoxy, C_{1-2}-alkoxy-C_{1-2}-alkoxy, optionally substituted 5-6 membered heterocyclyl-C_{1-2}-alkoxy, amino, C_{1-2}-alkylamino, aminosulfonyl, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, nitro, cyano, C_{1-2}-alkylamino-C_{1-2}-alkoxy, C_{1-2}-alkylamino-C_{1-2}-alkyl, C_{1-2}-alkylamino-C_{2-3}-alkylamino, C_{1-2}-hydroxyalkyl, C_{1-2}-aminoalkyl, and C_{1-2}-haloalkyl.

13. (Original) Compound of Claim 1 wherein R^1 is a substituted or unsubstituted ~~ring selected from 4-pyridyl, triazolyl, 4-pyrimidinyl, 4-pyridazinyl, phenyl, 5-indazolyl,~~ 4-quinolyl ring~~, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinozalinyl,~~ wherein substituted R^1 is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperdinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

14. (Canceled)

15. (Original) Compound of Claim 1 wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo,

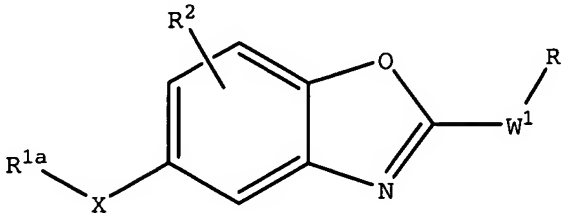
~~hydroxy, methoxy, ethoxy, trifluoromethoxy, amino, dimethylamino, aminosulfonyl, carboxymethyl,~~ cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, ~~hydroxymethyl~~ and, nitro, ~~propenyl, propynyl, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl~~.

16. (Original) Compound of Claim 1 wherein R^2 is H; wherein R^3 is selected from H, C_{1-4}-alkyl, phenyl, phenyl-C_{1-4}-alkyl, 4-6 membered heterocyclyl, 4-6 membered heterocyclyl-C_{1-3}-alkyl, C_3-C_6 cycloalkyl and C_{1-2}-haloalkyl.

17. (Original) Compound of Claim 1 wherein R^4 is independently selected from H, C_{1-3}-alkyl, phenyl, 5-6 membered heterocyclyl, C_5-C_6 cycloalkyl, and C_{1-3}-haloalkl.

18. to 44. (Canceled)

45. (Currently amended) Compound of Formula III



III

wherein W^1 is NH, and X ~~are independently~~ is O ~~or NH~~;

wherein R is selected from

a) substituted or unsubstituted 6-10 membered aryl, or

~~b) substituted or unsubstituted 5-6 membered heterocyclyl,~~

~~c) substituted or unsubstituted 9-13 membered fused heterocyclyl, and~~

d) substituted or unsubstituted cycloalkyl,

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, oxo, $-OC(O)R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro and lower alkyl substituted with R^6;

wherein R^{1a} is selected from unsubstituted or substituted ~~9- or 10-membered fused nitrogen-containing heteroaryl~~ quinolinyl, and where substituted R^{1a} is substituted with one or more substituents selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$,$-CO_2R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted 3-6 membered heterocyclyl, optionally substituted phenyl, nitro, cyano, oxo, and lower alkyl substituted with R^6;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-C(O)NR^3R^3$, $-C(O)R^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$, optionally substituted cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, cyano, alkylaminoalkoxy, nitro, and lower alkyl substituted with R^6;

wherein R^3 is independently selected from H, lower alkyl, optionally substituted phenyl, optionally substituted 3-6 membered heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenylalkyl, optionally substituted 3-6 membered heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkylalkyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

and

wherein R^6 is one or more substituents independently selected from H, halo, ~~$-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, $-NR^3C(O)NR^3R^3$,~~ optionally substituted cycloalkyl, ~~optionally substituted 4-6 membered heterocyclyl,~~ optionally substituted phenyl, cyano, alkylaminoalkoxy and nitro;

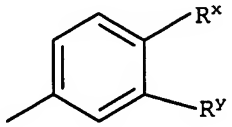
enantiomers, diastereomers and pharmaceutically acceptable salts and solvates thereof.

46. (Original) Compound of Claim 45 wherein R is a substituted or unsubstituted ring selected from phenyl, indanyl, tetrahydronaphthyl, naphthyl, and cyclohexyl, ~~indazolyl, indolyl, 2,1,3-benzothiadiazolyl,~~

~~isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 2-oxo-1,2-dihydroquinol-7-yl, 1-oxo-1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1,1-dioxo-benzo[d]isothiazolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, benzothienyl, benzofuryl, 2,3-dihydro-benzofuryl, benzodioxolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, isoquinolyl, quinolyl, 1,2,3,4-tetrahydro-isoquinolyl, tetrahydroquinolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, benzodioxanyl and quinazolinyl;~~ wherein substituted R is substituted with 1-3 substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholin-4-ylmethyl, 4-methylpiperazin-1-ylmethyl, 4-isopropyl-piperazin-1-ylmethyl, 4-methylpiperazin-1-ylpropyl, morpholin-4-ylpropyl, methylpiperidinylmethyl, morpholin-4-ylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylethyl, piperidinylmethyl, piperidinylpropyl, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 1-methylpyrrolidinylmethyl, pyrrolidinylpropyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, hydroxybutyl, difluoromethoxy, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminopropyl, dimethylaminoethoxy, diethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, piperdin-4-yloxy, piperidinylethoxy, morpholin-4-ylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-isopropylpiperazinylethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-3-

ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, isopropoxy, methoxy and ethoxy.

47. (Original) Compound of Claim 45 wherein R is



wherein R^x is selected from bromo, chloro, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, difluoromethoxy, isopropoxy, methoxy and ethoxy; and wherein R^y is selected from H, 4-methylpiperazinylsulfonyl, trifluoromethyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 3-dimethylaminopyrrolidin-1-ylmethyl, 4-methylpiperazinylpropyl, 4-isopropylpiperazinylmethyl, 4-methylpiperidinylmethyl, 4-aminopiperidinylmethyl, 4-methylamino-piperidinylmethyl, 4-dimethylamino-piperidinylmethyl, 1-methylpyrrolidin-2-ylmethyl, dimethylaminoethyl, dimethylaminoethoxy, piperidinylethoxy, morpholinylethyloxy, 4-methylpiperazin-1-ylethoxy, 4-(dimethylaminoethyl)piperazin-1-ylmethyl, 4-isopropylpiperazinylmethoxy, piperdin-4-ylmethoxy, 4-methylpiperdin-1-ylmethoxy, 1-methylpiperdin-4-ylmethoxy, 1-isopropylpiperdin-4-ylmethoxy, 1-pyrrolidinylmethoxy, 1-pyrrolidinylethoxy, 1-methylpyrrolidin-2-ylmethoxy, 1-methylpyrrolidin-3-ylmethoxy, 1-isopropylpyrrolidin-2-ylmethoxy, 1-isopropylpyrrolidin-3-ylmethoxy, 3-(dimethylamino)pyrrolidin-1-ylethoxy, 2-tetrahydrofurylmethoxy, diethylaminoethoxy, 2-(N,N-dimethylamino)acetylamino and 2-(N,N-dimethylamino)ethylamino.

48. (Original) Compound of Claim 45 wherein R^{1a} is a substituted or unsubstituted ~~ring selected from 6-indazolyl,~~ 4-quinolyl ring~~, indolyl, isoindolyl, benzotriazolyl, benzo[1,3]dioxolyl, pyrrolo[2,3-~~

~~d]pyrimidin-4-yl, 2-oxo-1,3-dihydro-pyrrolo[2,3-d]pyridin-4-yl, pyrazolo[2,3,b]pyridin-4-yl, imidazo[4,5-b]pyridin-4-yl, pyrrolo[2,3-b]pyridin-4-yl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, and 4-quinazolinyl,~~ wherein substituted R^{1a} is substituted with one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, methoxyethoxy, amino, methylamino, ethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, dimethylaminoethoxy, piperdinylmethoxy, piperdin-1-ylethoxy, morpholinoethoxy, pyrrolidin-1-ylethoxy, 4-methylpiperazin-1-ylethoxy, methylaminocarbonyl, 1-pyrrolidinylbutylaminocarbonyl, dimethylaminoethylamino, dimethylaminopropylamino, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, aminocarbonyl, nitro, trifluoromethyl, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, and optionally substituted phenyl.

49. (Original) Compound of Claim 45 wherein R^2 is H or Cl.

50. (Currently amended) A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in ~~any one of Claims 1-49~~.

51. to 60. (Canceled)